

SUNDARAM AUTO COMPONENTS LIMITED

Regd office: "Jayalakshmi Estates", No. 29(8), Haddows Road, Chennai - 600 006

Tele.: (044) 2827 22 33 Fax: (044) 2825 71 21 CIN: U29249TN1992PLC051417

E-Mail: corpsec@scl.co.in; www.sundaramautocomponents.com

Notice of the meeting of Unsecured Creditors

Notice is hereby given that, by an order in CA No.162 &163/CAA/2018 dated 17th September 2018, the Chennai Bench of the National Company Law Tribunal ('NCLT' / 'Tribunal') in the matter of Scheme of Arrangement between Sundaram Auto Components Limited (Demerged Company) and TVS Motor Services Limited (Resulting Company) and its respective shareholders and creditors, has directed a meeting to be held of the Secured and Unsecured Creditors of the Demerged Company for the purpose of considering, and if thought fit, approving with or without modification, the demerger of the Demerged Undertaking into the Resulting Company.

In pursuance of the said order and as directed therein further notice is hereby given that a meeting of the Unsecured Creditors of the Demerged Company will be held on Friday, the 26th October 2018 at 4.00 P.M at "Jayalakshmi Estates", Second Floor, No. 29(8), Haddows Road, Chennai 600 006 at which time and place the said Unsecured Creditors are requested to attend.

Copies of the said Scheme of the Arrangement and of the Explanatory statement under Section 230 of the Companies Act, 2013 can be obtained free of charge at the registered office of the Demerged Company or at the office at Hosur -Thally Road, Belagondapalli, Hosur, Krishnagiri District - 635 114, Tamil Nadu, India, within one day of any requisition made by every Unsecured Creditors of the Demerged Company entitled to attend the meeting as aforesaid. Persons entitled to attend and vote at the meeting, may vote in person or by proxy provided that all proxies in the prescribed form are deposited at the registered office of the Demerged Company not later than 48 hours before the meeting.

The Tribunal has appointed Mr H Lakshmanan, as the Chairman, and failing him, Mr C N Prasad, as the alternate Chairperson of the said meeting. The above mentioned demerger, if approved at the meeting, will be subject to the subsequent approval of the Tribunal.

Dated this 18th day of September 2018

For Sundaram Auto Components Limited

Dinesh R G
Company Secretary of the Demerged Company

Registered Office:
Jayalakshmi Estates,
No. 29(8), Haddows Road,
Chennai, Tamil Nadu – 600006

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Explanatory statement under Section 230 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

1. Pursuant to an order dated the 17th September 2018, passed by the Chennai Bench of the Hon'ble National Company Law Tribunal ('NCLT' / 'Tribunal') at Chennai in Company Application No.162 & 163/CAA of 2018 filed by Sundaram Auto Components Limited ("Demerged Company") a meeting of the Secured and Unsecured Creditors of Sundaram Auto Components Limited, Demerged Company, is being convened on Friday, the 26th October 2018 at 3.00 P.M. and 4.00 P.M respectively at "Jayalakshmi Estates", Second Floor, No. 29(8), Haddows Road, Chennai 600 006, for the purpose of considering and if thought fit, approving, with or without modification(s), the arrangement embodied in the proposed Scheme of Arrangement between TVS Motor Services Limited ("Transferee / Resulting Company") and Sundaram Auto Components Limited ("Demerged Company") and its respective shareholders and creditors (hereinafter referred to as the 'Scheme').

2. **Details of the Company:**

(i)	Name of the Company	Sundaram Auto Components Limited
(ii)	Corporate Identification Number (CIN)/ Global Location Number (GLN)	U29249TN1992PLC051417
(iii)	Permanent Account Number (PAN)	AAACS7027G
(iv)	Date of Incorporation	10.06.1992
(v)	Type of Company	Public Limited Company
(vi)	Registered Office Address	Jayalakshmi Estates, No. 29(8), Haddows Road, Chennai – 600 006, Tamil Nadu
(vii)	E-Mail Address	corpsec@scl.co.in
(viii)	Website	www.sundaramautocomponents.com
(ix)	Main business carried on by the company	Summary of the main object as per the memorandum of association are given in the below paragraphs.

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3. Capital Structure of the Company:

Nature of Share Capital	Price per Share (In Rs.)	Number of Shares	Value (In Rs.)
Authorised Share Capital: Equity share capital	10	4,00,00,000	40,00,00,000
Issued, Subscribed and Paid up share Capital: Equity share capital	10	3,59,25,000	35,92,50,000

4. Names and Addresses of the Directors/Promoters:

S.No	Name of the Directors / KMP	DIN / PAN	Address
1.	H Lakshmanan, Chairman	00057973	D-1, PALACIO, Old No.216, New No.408, TTK Road, Alwarpet, Chennai - 600 018
2.	C N Prasad, Director	01950656	M- 302, "The Metro Zone", 44 Pillaiyar Koil Street, Anna Nagar, Chennai – 600 040
3.	S G Murali, Director	00348902	Plot No. 8, "SHRUTHI" 515 Housing Colony, H.A.L III Stage Bangalore - 560 075
4.	R Ramakrishnan, Director	00809342	"HARI" No.14, Seethamma Road, Chennai - 600 018
5.	Dr Lakshmi Venu, Director	02702020	'West Side House', 3, Adyar club Gate Road, Chennai - 600 028
6.	S Santhanakrishnan, Director	00005069	Flat G5, Block 2 Prime Terrace, 150, L B Road Thiruvanmiyur, Chennai - 600 041

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S.No	Name of the Directors / KMP	DIN / PAN	Address
7.	Rajesh Oommen, Chief Executive Officer	AADPO5758Q	502, Sindhu Amazon, Bellandur Village Outer Ring Road, Varathur Hobli, Survey No. 79/8 Bangalore
8.	Ashok Chakravarthi, Chief Financial Officer	AEBPJ3103Q	No.3/313-32, Ranga D Colony Brindavan Garden, Hosur Krishnagiri – 635109
9.	Dinesh R G, Company Secretary	AXXPR8768G	No.15/32, G3, Jaya Maruthi Flats 27 th Street, Nanganallur Chennai - 600061

5. The summary of main objects of the Sundaram Auto Components Limited as per the memorandum of association is as follows:

- a) To carry on all or any of the business of manufacturers and producers, importers and exporters, buyers, sellers, exchange dealers, stockists, suppliers and distributors, wholesale and retail dealers, repairers of and workmen in components, parts, spare parts, accessories, ancillaries, implements and materials for motorcycles, mini-motorcycles, auto- scooters, scooters, scooterettes, mopeds, motor cars, vans, pick-up vans, ambulances, motor buses, mini buses, motor lorries, motor trucks, jeeps, trolleys, tractors, trailers, power tillers, sprayers, earth moving machinery, off the road vehicles and other conveyances of all kinds and description including all types of internal combustion engines, whether propelled or assisted by means of petrol, diesel Oil, power oil, spirit, gas, electricity, solar energy, atomic energy, animal, manual labour or any other power whatsoever and all other types of engines, chassis and bodies.
- b) To carry on in India or in any part of the world all kinds of business relating to the manufacturing, producing, assembling, repairing, exporting, importing, purchasing, selling and dealing in and generally to carry on business in the manufacture, sale and supply of internal combustion engines, transmission systems and spare parts and components, thereof for use in automotive, non - automotive, industrial, commercial, railway, aircraft, marine and defense applications.
- c) To carry on the business of mechanical engineers, chemical and heat-treatment engineers, machinists, tool makers, metal workers, fitters, millwrights, smiths, wood workers, iron and steel makers and converters, wire- drawers, tube- makers, press manufacturers, press- shop operators, metallurgists. saddlers, galvanisers, jappanners, annealers, enamellers, electro-platers. painters, welders, machinery manufacturers, plumbers, pipefitters, masons and public health engineers, water supply engineers and packing case makers, and to buy, sell, exchange, manufacture, repel, convert, alter,

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install, let on hire and deal in machinery, implements, instruments, gauges, generators, motors, fans and other appliances of all kinds, including those for domestic, industrial and commercial use, wagons, rolling stock and hardware of all kinds, apparatus, tools, utensils, substances, materials and things necessary or convenient to carry on any of the business which the company is authorised to carry on or which is usually dealt in by persons engaged in such business.

- d) To carry on the business of manufacturers of and merchants of and dealers in, all components, parts, and accessories of vehicles and engines of every kind, brake exhausters, brake systems both conventional and automatic, compressors, servo units and other components and accessories thereof for vehicles of every kind.
- e) To carry on the business of producing, manufacturing, buying, selling, re-settling, subcontracting, exchanging, hiring, altering, importing, exporting, improving, assembling, supplying, distributing whether wholesale or retail, servicing, overhauling, converting, maintaining and dealing in as original equipment manufacturers as also on jobbing industry basis and in any other capacity, of machineries, motor vehicles and other conveyances of all kinds and descriptions, components, replacement parts, spare parts, accessories, tools, implements and fittings, including of brake systems and all relevant components, parts and accessories, for motor vehicles, which include all types of motorcycles, mini motorcycles, auto scooters, scooters, scooterettes, mopeds, motorcars, motor buses, mini buses, motor lorries, motor trucks, tractors, motor-lorries, motorcycles, motors, cycle cars, cycles, scooters, buses, omnibuses, jeeps, trolleys, tractors, trailers, power tillers, sprayers, buses, motor vans, pickup vans, ambulances, vehicles locomotives, tanks, ships, engines, wagons, boats, barges, launches, submarines, aero planes, airships, sea planes, balloons, aircrafts, space-ships, space crafts, rockets, space shuttles and other conveyances of all kinds and description, components, parts thereof, spare parts, accessories, implements, materials and products for the transport or conveyances of passengers, merchandise and goods of every description and other vehicles and products, whether propelled or used by means of petrol, spirit, steam, oil, vapour, gas, coal, electricity, petroleum, atoms, or any other motive or mechanical power, in India or elsewhere.
- f) To undertake, promote, aid, foster and engage in scientific research for the extension of knowledge in the fields of natural and applied sciences and engage in research and other scientific work in electrical phenomena and devices, magnetism and magnetic devices, electro-dynamics, electronics, electro-mechanical devices, electro-chemistry, physical and organic chemistry, development of hydraulic and pneumatic systems, brake systems, automotive devices, air-conditioning and refrigeration and all equipment, appliances, devices, relating thereto, control systems, engines management system, relating to the above fields, design and execution of special equipment and manufacturing inspection and correction technologies and to develop specific designs at the request of industrial organizations and sell the designs, which research and other scientific work may include the following:

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- i. discovery or invention of new products. machines, processes or raw materials and
 - ii. investigation into and improvement of process of manufacture and discovery of new process with a view to securing greater efficiency, rationalization, reduction of costs, improved quality and safety.
- g) To carry on in India or in any part of the world, all kinds of business relating to the manufacturing, assembling, fitting up, repairing, converting, overhauling, maintaining, rendering services of all and every kind of description, buying, selling, exchanging, altering, hiring, letting on hire, improving and dealing in all kinds of natural and synthetic rubber products and plastics and all other kinds of polymer products including but not limited to the following.
- i. Air brake chamber diaphragms and all other rubber parts, moulded, extruded or otherwise manufactured, with or without cotton or nylon or any other fabric insertions in natural or synthetic rubber like nitrile, neoprene, viton, silicone, polyurethane, polyacrylic, EPDM, polybutadiene, butadiene, and styrene rubbers and plastics and other kinds of polymer materials.
 - ii. 'O' Rings, Sealing rings, valve seals, seals, special seals and seals of all types including guide seals and distributor seals, oil seals, valve seatings, grommets, bushes, mountings, packing rings, washers, boots, bands and plugs in natural or synthetic rubber and of all kinds and plastics and other kinds of polymer materials.
 - iii. Extruded products, sponges, channels, liners, etc.. in natural, synthetic, or special rubber or plastics or other kinds of polymer materials.
 - iv. All miscellaneous rubber, synthetic or plastics or any other kinds of polymer components for all automotive and non-automotive applications.
 - v. All miscellaneous rubber and plastics or any other kind of polymer components of a specialized nature with natural synthetic polybutadiene and urethane rubbers, adhesives, sealants, cements and allied products.
 - vi. All types of mechanical rubber and plastics goods of a specialized nature for chemical, fertilizer, oil refinery, textile, pharmaceutical, sugar, cement, petrochemical, electrical and electronic industries, mines, steel, coal and other products, tyres and tubes, pneumatic or otherwise, required for all types of applications; and

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- vii. All types of domestic utensils, toys, carpet backing materials, mouldings, cushioning pads, bumpers, pump impellers, gears, pipes, bond liners, stationery products, lining materials, industrial rollers, footwear, apparels of different kinds, 'O' Rings, spandex threads, elastomers, micro-cellular coatings, pump, diaphragms, hydraulic accumulators, pipe fittings and all other kinds of products manufactured out of different kinds of polymer materials.
 - viii. High pressure air brake, hydraulic brake, oil and chemical hoses of all types with or without braided yarns of natural or synthetic fibres or with wire reinforcement or with cotton or synthetic fabric reinforcements.
 - ix. All types of moulded auto components made out of natural or synthetic rubber and plastics and all other kinds of polymer materials or in combination with any metal or other materials including fibres and all types of seals and sealing, rings, bushes, mouldings, washers, boots, bands and plugs.
 - x. Acting as agents for all types of natural, synthetic rubber products, plastics and other kinds of polymer products used in all types of applications manufactured in India or imported from abroad.
- h) To manufacture, sell or otherwise deal with materials or components as are allied or akin to the above-mentioned products.
6. During the last five years, there has been no change in the name and main objects of the Demerged Company.
 7. It may be noted that the Transferee / Resulting Company and the Demerged Company are Public Limited Companies. Securities of Transferee / Resulting Company and the Demerged Company are not listed on any stock exchange presently.
 8. Demerged Company and Resulting Company are wholly owned subsidiary of TVS Motor Company Limited.
 9. The Scheme has been unanimously approved by the Board of Directors of the Demerged Company *vide* resolution passed in the meeting held on 26.04.2018 and by the Board of Directors of the Resulting Company *vide* resolution passed in the meeting held on 14.05.2018.
 10. For the purpose of the Scheme the appointed date is 1st April 2018 and Effective date is as defined under the Scheme of Arrangement. The shareholders of the Demerged Company shall be issued 10,115 (Ten Thousand One Hundred and Fifteen only) fully paid-up equity Shares of Rs. 10/- each of the Resulting Company for every 1,00,000 (One Lakh) Equity Shares of Rs.10/- each fully paid-up held by the shareholders in the Demerged Company.

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Shares to be issued based on the aforesaid exchange ratio shall be rounded off to the nearest integer to avoid fractional shares.

11. For the purpose of arriving at the share exchange ratio, a Valuation Report from M/s. Guru & Ram LLP, Chartered Accountants dated 26.04.2018 has been obtained. The valuation exercise for the Transferee/Resulting Company, Transferor Company / Demerged Company has been carried out as per Net Asset Value - Intrinsic value basis. It has been stated in the valuation report that the shareholders of the Demerged Company shall be issued 10,115 (Ten Thousand One Hundred and Fifteen only) fully paid-up equity Shares of Rs. 10/- each of the Resulting Company for every 1,00,000 (One Lakh) Equity Shares of Rs. 10/- each fully paid-up held by the shareholders in the Demerged Company. It is further declared that the valuation report is available for inspection by the creditors of the Demerged Company at the Registered Office of the Demerged Company upto one day prior to the date of the Meeting between 11.00 A.M. to 5.00 P.M. on all working days (except Saturdays, Sundays and public holidays).
12. It is further provided that the proposed Scheme does not contemplate any corporate debt restructuring exercise.
13. The rationale and benefit of the proposed scheme have been duly provided for and captured in the Scheme.
14. As on 31st March 2018, the amount due to unsecured creditors of the Demerged Company is Rs.164.36 Crores.
15. The Scheme does not have a prejudicial effect on the key managerial personnel, directors, promoters, non-promoter members, creditors, employees of the Demerged Company, as no sacrifice or waiver is called from them nor are their rights sought to be modified in any manner.
16. None of the Directors, Promoters, Key Managerial Personnel, Creditors and Employees of the Demerged Company have any material personal interest in the Scheme, save to the extent of shares held by the Directors in the Demerged Company, if any.
17. No investigation proceedings have been instituted or are pending in relation to the Demerged Company under the Companies Act, 2013.
18. The following documents are available for obtaining extract from or for making or obtaining copies of or for inspection by the Unsecured Creditors of the Demerged Company at the Registered Office or at the office at Hosur -Thally Road, Belagondapalli, Hosur, Krishnagiri District - 635 114, Tamil Nadu, India upto one day prior to the date of the Meeting between 11.00 A.M. to 5.00 P.M. on all working days (except Saturdays, Sundays and public holidays)

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- (i) latest audited financial statements of the Company including the consolidated financial statements as on 31st March 2018.
- (ii) Copy of the Order of the Tribunal dated 17th September 2018 passed in Company Application No. CA No. 162 & 163 /CAA of 2018 directing the convening of separate meeting of the Unsecured Creditors of the Company; and
- (iii) The certificate issued by Auditor of the Company to the effect that the accounting treatment, if any, proposed in the Scheme of Arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.

19. It is further provided that there are no other contracts or agreements that are material to the proposed Scheme.

20. It is confirmed that the copy of the Scheme is being filed with the Registrar of Companies, Chennai for the Transferee/Resulting Company and Demerged Company. In compliance with the requirement of Section 230(5) of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, notice in the prescribed form and seeking approvals, sanctions or no-objections shall be served to the concerned regulatory and government authorities for the purpose of the proposed Scheme. No other approvals from regulators or governmental authorities are required at this stage nor any have been received or are pending in respect of the proposed Scheme.

21. In view of the information provided hereinabove, the requirements of Section 232(2) of the Companies Act, 2013 have been complied with.

22. A copy of the Scheme may be obtained from the Registered Office of the Company.

23. The person to whom this notice is sent may vote in the meeting either in person or through proxy.

Dated this 18th day of September 2018

For Sundaram Auto Components Limited

Dinesh R G
Company Secretary of the Demerged Company

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, BENCH, AT CHENNAI

C.A. No. 162 & 163/CAA of 2018

In the matter of the Companies Act, 2013

And

In the matter of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

And

In the Matter of compromise and / or arrangement of TVS Motor Services Limited (Transferee / Resulting Company") and Sundaram Auto Components Limited ("Demerged Company") and their respective shareholders and creditors

I/We _____ being Unsecured Creditor(s) of Sundaram Auto Components Limited, the Demerged Company, do hereby appoint:

S.No.	Name	Address	
1			Or failing him
2			

as my/our Proxy to attend and vote on my/our behalf at the Meeting of Unsecured Creditors of the Company to be held on Friday, 26th October 2018 at 4.00 P.M, at "Jayalakshmi Estates", Second Floor, No. 29(8), Haddows Road, Chennai 600 006 and at any adjournment thereof as indicated below:

Approval being sought	Vote	
	For	Against
Considering and, if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement between TVS Motor Services Limited (Transferee / Resulting Company") and Sundaram Auto Components Limited("Demerged Company") and their respective shareholders and creditors.		

Signed thisday of2018

Signature of Unsecured Creditor

Signature of Proxy holder

Affix
Revenue
Stamp of
Re.1

NOTES:

1. Please affix revenue stamp before putting signature.
2. Proxy need not be a Secured Creditor.

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3. Proxy shall not be a minor.
4. Proxy should carry a valid proof of identity like PAN card, Aadhar card, Driving License, Passport, etc.
5. Proxy authorised by an Unsecured Creditor which is a body corporate should carry the true copy of the Resolution passed by the Board of Directors or other governing body of such body corporate, certified by a Director, Manager, Secretary or other authorised officer of such body corporate, to this effect. Such Resolution should be lodged with the Demerged Company at its registered office not later than 48 hours before the time scheduled/fixed for the said Meeting.
6. Alterations, if any, made in the Form of Proxy should be initialed.
7. Proxy must be deposited at the Registered Office of the Demerged Company, not later than 48 hours before the time scheduled / fixed for the said Meeting.
8. In case of multiple Proxies, the Proxy later in time shall be accepted.
9. Copy of the Scheme of Arrangement may be obtained from the registered office of Sundaram Auto Components Limited at Jayalakshmi Estates, No. 29(8), Haddows Road, Chennai, Tamil Nadu – 600006.

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ATTENDANCE SLIP

In the matter of Scheme of the Arrangement between TVS Motor Services Limited ("Transferee / Resulting Company") and Sundaram Auto Components Limited ("Demerged Company"), and its respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013

I / We being the Unsecured Creditor/Proxy for the Unsecured Creditor of the Company hereby record my / our presence at the Meeting of the Unsecured Creditors of Sundaram Auto Components Limited, Demerged Company, convened pursuant to an Order dated 17th September 2018 of the Chennai Bench of the National Company Law Tribunal on Friday, the 26th October 2018 at 4.00 P.M at "Jayalakshmi Estates", Second Floor, No.29(8), Haddows Road, Chennai 600 006.

Name and Address of the Unsecured Creditor / Proxy / Authorized Representative	Signature

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall at the registration desk.